

**NOTICE OF AVAILABILITY**

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at [www.nevilleregistrars.co.uk/frossgroup](http://www.nevilleregistrars.co.uk/frossgroup)

**NOTES TO THE FORM OF PROXY**

- 1 Please indicate by placing 'X' either under the column 'For' or the column 'Against' or the column 'Withheld' how you wish your votes to be cast. On receipt of this form duly signed, but without any specific direction how you wish your vote to be cast, your proxy may vote or abstain at their discretion. On any other business (including a motion to adjourn the meeting or to amend a resolution) the proxy will vote at their discretion.
- 2 The 'Withheld' option is provided to enable you to abstain on the resolution. However, it should be noted that a 'Withheld' vote is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' or 'Against' the resolution.
- 3 A corporation must have this form executed under its common seal (or such form or execution as has the same effect) or on its behalf by an attorney or a duly authorised officer of the corporation. If this form is executed under a Power of Attorney or other authority the original Power or authority or a notarially certified copy thereof must be lodged with Neville Registrars along with this form.
- 4 In the case of joint holders, any one holder may sign but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
- 5 If you appoint a proxy, your voting rights will revert to you at the conclusion of the Annual General Meeting or any adjournment of the Annual General Meeting.
- 6 To be valid, this form of proxy (duly signed and together with any power of attorney or other authority under which it is signed) must be received by post or (during normal business hours only) by hand at the offices of the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen B62 8HD, no later than 3:00 p.m. on 29 December 2020 (or, if the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
- 7 As an alternative to completing this hard copy form of proxy you can appoint a proxy or proxies electronically by registering the proxy with Neville Registrars Limited at [www.sharegateway.co.uk](http://www.sharegateway.co.uk) using your personal proxy registration code (Activity Code) shown below. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrars no later than 3:00 p.m. on 29 December 2020. Any electronic communication sent by you to the Company or the Company's registrars which is found to contain a virus will not be accepted by the Company but every effort will be made by the Company to inform you of the rejected communication.

Please complete and return this Form of Proxy to the Registrar at the address shown overleaf. If you wish to use an envelope, please address it to 'FREEPOST NEVILLE'. If it is posted outside the United Kingdom, please return it in an envelope using the address shown overleaf and pay the appropriate postage charge.

**Ross Group Plc**

(Incorporated in England and Wales under the Companies Acts 1985 to 2006 with registered number 131902)

**FORM OF PROXY**

I/We \_\_\_\_\_ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held in accordance with the Corporate Insolvency & Government Act via Zoom on 31 December 2020 at 3:00 p.m. and at any adjournment thereof.

**Resolutions (\*Special Resolutions)**

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive the Report of the Directors, the audited financial statements for the year ended 31st December 2019, and the auditors' report thereon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To re-appoint Carter Backer Winter as auditors and to authorise the Directors to agree their remuneration and/or reappointment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9* To authorise the Directors to allot shares in the Company up to an aggregate nominal amount of 72,922,418 Ordinary Shares for a non-cash consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect BR Pettitt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10* To authorise the Directors to allot shares in the Company up to an aggregate nominal amount of 21,876,747 Ordinary Shares for a cash consideration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect WL Hopkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11* To authorise the Directors to allot shares in the Company up to an aggregate nominal amount of 21,876,747 ordinary Shares in connection with resolution 12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect SC Mehta as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12* To disapply pre-emption rights in connection with resolution 11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect MJ Simon as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13* To authorise the Directors to extend the two Convertible Loan Debentures ("CLD") for a period ending 26 September 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To elect RE Tamraz as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**Your personal proxy registration code is: ABCD-123-EFG**

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

DD - MM - YY



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Name  
Address 1  
Address 2  
Address 3  
Address 4  
Address 5  
Address 6

Business Reply Plus  
Licence Number  
RSTY-SAKX-RZSL



NR 1

Neville Registrars Limited  
Neville House  
Steelpark Road  
Halesowen  
B62 8HD